

Hearing Date: January 31, 2008  
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT TO  
PROOF OF CLAIM NUMBER 14664 (COOPER STANDARD AUTOMOTIVE F/K/A  
ITT AUTOMOTIVE FLUID HDG. SYST./DEUTSCHE BANK SECURITIES INC.)**

("STATEMENT OF DISPUTED ISSUES – COOPER STANDARD AUTOMOTIVE F/K/A  
ITT AUTOMOTIVE FLUID HDG. SYST./DEUTSCHE BANK SECURITIES INC.")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,  
debtors and debtors-in-possession in the above-captioned cases (collectively, the  
"Debtors"), hereby submit this Statement Of Disputed Issues (the "Statement Of  
Disputed Issues") With Respect To Proof Of Claim Number 14664 (the "Proof Of Claim")  
filed by Cooper Standard Automotive f/k/a ITT Automotive Fluid Hdg. Syst.  
("Claimant") and subsequently transferred to Deutsche Bank Securities Inc., (the

"Transferee," and together with Claimant, the "Claimants") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), the Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

2. On July 31, 2006, Claimant filed proof of claim number 14644 ("the Proof Of Claim") against Delphi. The Proof Of Claim asserts an unsecured non-priority claim in the amount of \$2,624,997.09 for sale of goods (the "Claim").

3. On June 16, 2007, Claimant transferred the Proof Of Claim to the Transferee pursuant to a notice of transfer (Docket No. 8274).

4. On September 21, 2007, the Debtors objected to Proof of Claim No. 14664 pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection").

5. On October 18, 2007, Claimant filed its Response Of Cooper-Standard Automotive Inc. To Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims; (B) Untimely Equity Claim; (C) Insufficiently Documented Claims; (D) Claims

Not Reflected On Debtors' Books And Records, (E) Untimely Claim, And (F) Claims Subject To Modification, Tax Claim Subject To Modification And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Response").

Disputed Issues

A. Delphi Does Not Owe Claimant The Amount Asserted In Proof Of Claim Number 14664

6. Claimant asserts in Proof Of Claim No. 14664 that Debtors owe Claimant a total of \$2,624,997.09 for goods sold. The Debtors have reviewed the information attached to the Proof Of Claim and the Response and disputes that they owe the amount asserted in the Proof of Claim.

7. Based upon Delphi's various accounts payable records, a portion of the invoices reflected in the Proof of Claim have been paid. Therefore, \$391,502.76 should be subtracted from the amount claimed.

8. The prices detailed on certain purchase orders are lower than the prices detailed on the Claimant's invoices. The purchase orders reflect the contractual pricing. Therefore, \$84,265.40 should be subtracted from the amount of the Proof of Claim.

9. Claimant seeks \$56,110.06 in amounts owed based on the sale of goods for which it did not provide proofs of deliveries and for which the Debtors have no proof of receipt of those goods. Delphi's General Terms And Conditions governing its dealings with suppliers require that suppliers "promptly forward the original bill of lading or other shipping receipt with respect to each shipment as Buyer instructs." See General Terms And Conditions at 2.1. Because Claimant has not provided these proofs of delivery, Delphi does not have a record of receiving the goods associated with

Invoice No. 33030919, 33030921, 33031352, 33031492, 33031896, 33032510, 33032991, 33033887, 33033994, 33034196, 33034197, 33030609, 33035201, 22063638, 22063675, 22063740, 33035947 and 22063883 (the "Invoices") and therefore the \$56,110.06 asserted in the Invoices should not be included in the claim.

10. After taking into account the above-referenced deductions to the Proof of Claim, the Debtors reconciled the Proof of Claim as illustrated in the following chart:

<u>Claimant's Asserted Amount</u>		<b>\$2,624,997.09</b>
<u>Modifications</u>	<b>Paid Invoices</b>	\$391,502.76
	<b>Price Discrepancies</b>	\$84,265.40
	<b>Proofs Of Delivery</b>	\$56,110.06
<u>Reconciled Amount</u>		<b>\$2,093,118.87</b>

11. Debtors do not dispute that the remaining \$2,093,118.87 of Proof Of Claim No. 14664 should be allowed as an unsecured non-priority claim against Delphi.

#### Reservation Of Rights

12. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures

Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim(s) and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim(s).

WHEREFORE the Debtors respectfully request that this Court enter an order (a) allowing Proof Of Claim No. 14664 in the amount of \$2,093,118.87 as a general unsecured non-priority claim against the estate of Delphi, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 4, 2007

DELPHI CORPORATION, *et al.*  
By their attorneys,  
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By:

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